

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **YTO EXPRESS (INTERNATIONAL) HOLDINGS LIMITED**

**圓通速遞(國際)控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 6123)**

### **NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of YTO Express (International) Holdings Limited (“**Company**”) will be held at Bowen Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 28 February 2019 at 2:30 p.m. for the purposes of considering and, if thought appropriate, approving the following ordinary resolutions:

#### **ORDINARY RESOLUTIONS**

1. “**THAT**

- (a) conditional upon The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of and permission to deal in an aggregate of a maximum of 1,900,000 new shares of the Company (the “**Connected Awarded Shares**”), the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate (the “**Specific Mandate I**”) for the allotment and issue of the Connected Awarded Shares to the trustee (or special purpose vehicle (“**SPV**”) established by the trustee for the purpose of the Plan (as defined below)) or any additional or replacement trustee (or SPV established by the replacement trustee for the purpose of the Plan (as defined below)) (the “**Trustee**”) as shall be from time to time appointed by the Company for the administration of the shares of the Company and other trust fund to be held by the Trustee for the implementation of the Plan (as defined below) to hold on trust for selected persons who are director of certain subsidiaries of the Company, accordingly connected persons (as defined in Chapter 14A of the Rules Governing the Listing of Securities on the Stock Exchange) of the Company, and are selected by the Board for participation in the share award plan (the “**Plan**”) adopted by the Company on 17 August 2018 (a copy of which has been produced at the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification);

- (b) the grant of 800,000 award shares pursuant to the Plan to Ms. Wong Pui Wah be and is hereby approved and confirmed;
- (c) the grant of 600,000 award shares pursuant to the Plan to Ms. Cheung Ching Wa, Camy be and is hereby approved and confirmed;
- (d) the grant of 500,000 award shares pursuant to the Plan to Mr. Chen Jinbo be and is hereby approved and confirmed; and
- (e) any one of the Directors be and is hereby authorised for and on behalf of the Company to take any action and execute such other documents as he/she considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the allotment and issue of the Connected Awarded Shares under the Specific Mandate I and/or the purchase of Shares by the Trustee on the market to satisfy the Connected Awarded Shares and the transactions contemplated thereunder.”; and

2. **“THAT**

- (a) conditional upon the Stock Exchange granting the listing of and permission to deal in an aggregate of a maximum of 7,500,000 new shares of the Company (the **“Independent Awarded Shares”**), the Directors be and are hereby granted a specific mandate (the **“Specific Mandate II”**) for the allotment and issue of the Independent Awarded Shares to the Trustee (or SPV established by the Trustee for the purpose of the Plan) to hold on trust for selected persons who are third parties independent of the Company and connected persons of the Company, and are selected by the Board for participation in the Plan;
- (b) the grant of an aggregate of 7,500,000 award shares pursuant to the Plan to 36 independent selected participants be and is hereby approved and confirmed; and
- (c) any one of the Directors be and is hereby authorised for and on behalf of the Company to take any action and execute such other documents as he/she considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the allotment and issue of the Independent Awarded Shares under the Specific Mandate II and/or the purchase of Shares by the Trustee on the market to satisfy the Independent Awarded Shares and the transactions contemplated thereunder.”

By order of the Board  
**YTO Express (International) Holdings Limited**  
圓通速遞(國際)控股有限公司  
**Yu Huijiao**  
*Chairman*

Hong Kong, 1 February 2019

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or the adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and, in such event, the form of proxy shall be deemed to be revoked.
3. In the case of joint holders of a share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share of the Company as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the EGM, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such share of the Company shall alone be entitled to vote in respect thereof.
4. To ascertain shareholders' eligibility to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 25 February 2019 to Thursday, 28 February 2019 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the EGM, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates are lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at its address shown in note 2 above for registration no later than 4:30 p.m. (Hong Kong time) on Friday, 22 February 2019.
5. References to time and dates in this notice are to Hong Kong time and dates.
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

*As at the date of this announcement, the Board comprises two executive Directors, namely, Mr. Li Xianjun and Mr. Lam Chun Chin, Spencer; four non-executive Directors, namely Mr. Yu Huijiao, Mr. Su Xiufeng, Mr. Zhu Rui and Mr. Lin Kai; and three independent non-executive Directors, namely, Mr. Li Donghui, Mr. Xu Junmin and Mr. Chung Kwok Mo John.*